

JOYCE C. WANG [Bar No.: 121139]
 NANCY J. STROUT [Bar No.: 121096]
 CARLSON, CALLADINE & PETERSON LLP
 353 Sacramento Street, 16th Floor
 San Francisco, California 94111
 Telephone: (415) 391-3911
 Facsimile: (415) 391-3898

Attorneys for Defendant
 FACTORY MUTUAL INSURANCE CO.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

CITY AND COUNTY OF SAN
 FRANCISCO, A California Municipal
 Corporation,

Plaintiff,

vs.

FACTORY MUTUAL INSURANCE
 COMPANY, a Rhode Island Corporation,
 BOMBARDIER TRANSPORTATION
 (HOLDINGS) USA, INC., A Delaware
 Corporation,

Defendants/Cross-Claimant.

CASE NO.: C 04-5307 PJH

STIPULATION AND PROTECTIVE
 ORDER

AND ALL RELATED CROSS-ACTIONS

It is hereby stipulated by and between Defendant/Cross-claimant BOMBARDIER TRANSPORTATION (HOLDINGS) USA, INC., ("Bombardier") and Defendant FACTORY MUTUAL INSURANCE COMPANY ("Factory Mutual") that Bombardier shall be bound by the protective order issued by this Court on August 22, 2005, regarding certain documents that were requested by and produced to Plaintiff CITY AND COUNTY OF SAN FRANCISCO. For the convenience of the Court and the parties, the terms of the original Order are set forth herein. The

STIPULATION AND PROTECTIVE ORDER

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 353 SACRAMENTO STREET
 16TH FLOOR
 San Francisco, CA 94111

parties reserve the right to seek protection with regard to future document requests if that becomes necessary.

DATED: March 22, 2006

THORNTON, TAYLOR, BECKER & SHINN LLP

By: Otto F. Becker
Otto F. Becker, Esq.
Attorneys for Defendant/Counter-Claimant
BOMBARDIER TRANSPORTATION
(HOLDINGS) USA, INC.

DATED: March 23, 2006

CARLSON, CALLADINE & PETERSON LLP

By: Joyce C. Wang
JOYCE C. WANG
Attorneys for Defendants, FACTORY MUTUAL
INSURANCE CO.

PURSUANT TO STIPULATION, IT IS HEREBY ORDERED that:

1. Bombardier shall maintain the confidentiality of the underwriting files, claim manual and any other documents subject to this order and any testimony that is elicited relating thereto. Bombardier shall retain exclusive control over the confidential information. However, it is permitted to share the information received from the confidential information with its own attorneys and their staff, consultants and experts, and such clerical personnel as necessary (such as court reporters, copying services, etc.).

2. All documents subject to this Protective Order shall be stamped "CONFIDENTIAL SUBJECT TO COURT ORDER."

3. Except as provided above, unless Factory Mutual has given consent in writing, Plaintiff shall not disclose to any third party any confidential information.

